

**STATE OF CALIFORNIA**  
**BUSINESS, TRANSPORTATION AND HOUSING AGENCY**  
**DEPARTMENT OF CORPORATIONS**

**TO:** Janet Lynn Gow a.k.a. Transitions, Inc.  
Janet Gow Brehm a.k.a. 13014 N. Dale Mabry Hwy, Suite 222  
Janet Lynn Pfaender Gow Tampa, FL 33618  
3032 Overhill Drive  
Vista, CA 92084  
and  
22943 Leadwell Street  
West Hills, CA 91307

**DESIST AND REFRAIN ORDER**

(For violations of sections 25110 and 25401 of the Corporations Code)

The California Corporations Commissioner finds that:

1. Janet Lynn Gow, also known as Janet Gow Brehm and Janet Lynn Pfaender Gow, was licensed in May 1998 as a California real estate agent (license number 01238181) but is not currently employed by a real estate broker. In representing herself to the public, Janet Gow claims she is a personal development trainer, professional coach and/or private instructor who worked for Optimal Telecom, Z-Tel and Principia International. Janet Gow conducted leadership or personal training classes, sessions and seminars at various locations in California on such topics as integrity, positive attitude, reliability, self-image, self-awareness and conflict resolution. During or after such classes or seminars Janet Gow would solicit seminar participants to invest in a company she founded, Transitions, Inc., stating she served as its corporate president. Janet Gow described Transitions, Inc.'s business as using multi-level marketing to offer personal training programs for individuals.
2. Janet Gow gave documents to investors showing the corporate address of Transitions, Inc., was at 13014 N. Dale Mabry Hwy, Tampa, Florida. However, at this location is a commercial business that rents mailboxes. Janet Gow indicated Transitions, Inc., is a corporation, yet there is no record of its corporate existence in either Florida or California; it is a only a fictitious name Janet Gow uses to obtain money from investors.

1           3.     In 2000 and thereafter, Janet Gow stated to investors that she needed  
2 investors' funds to "assist in her training business" and that their funds would "help  
3 accelerate the rollout of the training company," which was "already established and  
4 simply needed temporary funds to do some marketing and expand the prospective  
5 student data base beyond her current students' contact database." Gow required  
6 interested individuals to sign a "Non Disclosure and Confidentiality Agreement." Janet  
7 Gow offered and sold purported shares of preferred and common stock in Transitions,  
8 Inc., to California residents. Gow provided investors documents showing a three-year  
9 schedule of the quarterly dividends that would be paid to preferred shareholders. These  
10 annual dividend payments approximate a 33% rate of return. Janet Gow also offered  
11 and sold promissory notes to investors promising them 12% interest payments and a  
12 return of their principal. Gow personally guaranteed the dividend payments.

13           4.     After receiving funds from investors, Gow informed investors that they would  
14 not be receiving the promised "dividend pay-out" and always had excuses for not  
15 furnishing financial statements and other information investors requested from her.

16           5.     The investments, in the form of shares of preferred or common stock and  
17 promissory notes of Transitions, Inc., constitute securities. These securities were offered or  
18 sold in this State in issuer transactions. The Department of Corporations has not issued a  
19 permit or other form of qualification authorizing any person to offer and sell these securities  
20 in this State.

21           6.     In connection with the offers or sales of securities, Gow, made, or caused to  
22 be made, misrepresentations of material facts in connection with the offers or sales of the  
23 securities to the public.

24               a. The misrepresentations of material facts include:

25                       (1) Investors' funds were to be used for the business of  
26                               Transitions, Inc.;

27                       (2) Investors would be repaid the principal and 12% interest on  
28                               their promissory note investments;

- 1 (3) Shareholders would earn an annual 33% rate of return on  
2 their preferred and common stock investments; and  
3 (4) Transitions, Inc., was a corporation.

4 The California Corporations Commissioner is of the opinion that the securities in  
5 the form of shares of preferred and common stock and promissory notes are subject to  
6 qualification under the California Corporate Securities Law of 1968, set forth in  
7 California Corporations Code section 25000 et seq., and are being or have been offered  
8 or sold without being qualified.

9 Pursuant to section 25532 of the California Corporations Code, Janet Lynn Gow,  
10 also known as Janet Gow Brehm and Janet Lynn Pfaender Gow, and Transitions, Inc.,  
11 are hereby ordered to desist and refrain from the further offer or sale in the State of  
12 California of securities in the form of preferred and common stock and promissory notes  
13 unless and until qualification has been made under said law or unless exempt. The sale  
14 of such securities is subject to qualification under said law and such securities are being  
15 or have been offered for sale without first being so qualified.

16 Additionally, the California Corporations Commissioner is of the opinion that the  
17 securities that Janet Lynn Gow, also known as Janet Gow Brehm and Janet Lynn  
18 Pfaender Gow, and Transitions, Inc., offered or sold in this State were by means of  
19 written or oral communications which included an untrue statement of a material fact or  
20 omitted to state a material fact necessary in order to make the statements made, in the  
21 light of the circumstances under which they were made, not misleading, in violation of  
22 section 25401 of the Corporate Securities Law of 1968.

23 Pursuant to section 25532 of the California Corporations Code, Janet Lynn Gow,  
24 a.k.a. Janet Gow Brehm, a.k.a. Janet Lynn Pfaender Gow, and Transitions, Inc., are hereby  
25 ordered to desist and refrain from offering or selling any security in the State of California by  
26 means of any written or oral communication which includes an untrue statement of a  
27 material fact or omits to state a material fact necessary in order to make the statements  
28 made, in the light of the circumstances under which they were made, not misleading.

1 This Order is necessary, in the public interest, for the protection of investors and  
2 consistent with the purposes, policies, and provisions of the Corporate Securities Law of  
3 1968.

4 Dated: January 9, 2004  
5 Los Angeles, California

6 WILLIAM P. WOOD  
7 California Corporations Commissioner  
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9 By \_\_\_\_\_  
10 ALAN S. WEINGER  
11 Supervising Counsel  
12 Enforcement and Legal Services Division  
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